

010090/009

DONELAN, CLEARY, WOOD & MASER, P.C.

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December 22, 1995

Recordation No. 5671-E

5671-E
1995 AM

Dear Mr. Williams:

On behalf of United States Leasing International, Inc., as Agent for Trust Company for USL, Inc., Successor Trustee/Lessor to W.H. Ruskaup and Ben Maushardt, original Trustee/Lessor, I submit for filing and recording under 49 U.S.C. § 11303 and the regulations promulgated thereunder, counterparts of a secondary document, not previously recorded, entitled Partial Termination from Lease ("Release"), executed as of July 28, 1994 which is a partial termination covering only specifically designated units of rolling stock releases from the provisions of the lease mentioned below.

The parties executing the enclosed Release are:

United States Leasing International, Inc. -- LESSOR
as Agent for Trust Company for USL, Inc.,
Successor Trustee/Lessor
633 Battery Street
San Francisco, CA 94111

Union Carbide Corporation -- LESSEE
39 Old Ridgebury Rd., E-1
Danbury, CT 06817

The said Release is a release by the parties only as to those specifically designated units of rolling stock listed in Schedule A of the Release from the Lease of Railroad Equipment under Recordation No. 5671, and the Release should be recorded under the next available letter under Recordation No. 5671, which we believe is "-E."

The units of rolling stock covered by the enclosed Release are identified in Schedule A attached to the Release.

A short summary of the Release to appear in the ICC Index is as follows:

"Release ONLY of units of rolling stock in Schedule A of Partial Termination from Lease."

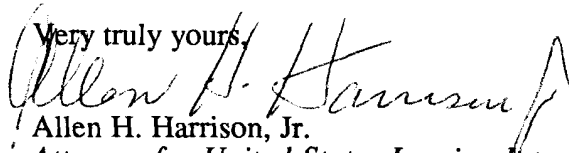
Enclosed is a check in the amount of twenty-one dollars (\$21.00) in payment of the filing fee.

Counterparts - S. & M.

60 JAN 11 1996

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the ICC letter/fee receipt acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,



Allen H. Harrison, Jr.

*Attorney for United States Leasing International, Inc.
for the purpose of this filing.*

Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423
Enclosures
BY HAND
8307-020



Office of The Secretary

12/22/95

Allen H. Harrison, Jr.
Donelan, Cleary, Wood & Maser, P. C.
1100 New York Avenue, NW, Ste. 750
Washington, DC., 20005-3934

Dear *Sir*

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of
the Interstate Commerce Act, 49 U.S.C. 11303, on *12/22/95* at *10:15AM*, and
assigned recordation number(s). *5671-E.*

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100901009)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature _____

5671-E
2 1995 10 10 AM

PARTIAL TERMINATION FROM LEASE

KNOW ALL PERSONS BY THESE PRESENTS THAT

WHEREAS, W.H. Ruskaup and Ben Maushardt, as Trustee under a Trust Agreement dated as of April 1, 1970 (Union Carbide Corporation, U.C. Trust No. 1), as Lessor, United States Leasing International, Inc., as Agent for the Lessor, ("Agent") and Union Carbide Corporation, as Lessee entered into a Lease of Railroad Equipment ("Lease") April 1, 1970, whereby certain designated units of rolling stock were leased by the Lessor to the Lessee, and

WHEREAS, the Lease was filed and recorded with the Interstate Commerce Commission ("ICC") on April 15, 1970 under Recordation No. 5671, and

WHEREAS, Wells Fargo Bank, National Association, as Assignor/Transferor, and Bankers Trust Company of California, National Association, as Assignee/Transferee did enter into that certain Agreement to Assign and Transfer Interest in Lease of Railroad Equipment date August 17, 1987, filed and recorded with the ICC on March 15, 1988 under Recordation No. 5671-A, and

WHEREAS, Bankers Trust Company of California, National Association, as Assignor/Transferor, and First Trust of California, National Association, as Assignee/Transferee did enter into that certain Agreement to Assign and Transfer Interest in Lease of Railroad Equipment dated July 6, 1992, filed and recorded with the ICC on July 6, 1992 under Recordation No. 5671-B, and

WHEREAS, Union Bank, as Trustor, Trust Company for USL, Inc., as Successor Trustee and United States Leasing International, Inc., as Agent did enter into that certain Appointment of Successor Trustee under Trust Agreement, dated as of September 28, 1993, filed and recorded with the ICC on October 1, 1993 under Recordation No. 5671-C, whereby Trust Company for USL, Inc. became the Successor Trustee to W.H. Ruskaup and Ben Maushardt and thus the successor Lessor under the Lease, and

WHEREAS, as to the units of rolling stock identified from the Lease as listed in attached Schedule A, the term of lease has ended and not been extended, and all duties, obligations and

payments under the Lease have been fulfilled, and hence the Lease is terminated as to the aforesaid units;

NOW, THEREFORE, for good and valuable consideration, the sufficiency of which is acknowledged, and intending to be legally bound, the Lessor and the Lessee do hereby terminate the lease interest created by the Lease only as to the units in attached Schedule A, and execute, file and record this Partial Termination from Lease for the purpose of officially terminating of record in the files of the ICC the Lease only as to the units in attached Schedule A.

IN WITNESS WHEREOF, the Lessor and the Lessee have duly executed this Partial Termination from Lease as of this 28th day of July, 1994.

UNION CARBIDE CORPORATION, LESSEE

By: [Signature]
Name: F. G. [Signature]
Title: PURCHASING AGENT

TRUST COMPANY FOR USL INC.,
SUCCESSOR TRUSTEE/LESSOR

By: United States Leasing International, Inc.,
as Agent for Trustee

By: [Signature]
Name: BRUCE E. BLOSAT
Title: Vice President

SCHEDULE A

EQUIPMENT TO BE RETURNED THAT IS COVERED BY U. C. TRUST NO. 1
LESSOR: CYPRESS EQUIPMENT FUND II, LTD.

SORT BY CAR TYPE AND PURCHASE DATE

CAR GROU	DESCRIPTION	RAIX NUMBER	TOTAL NUMBER OF CARS	NUMBER OF CARS BY EXPIRATION	SEE NOTE	CURRENT USER	SCHEDU	LEASE EXPIRATION DATE
C	10M GAL C/I CARS	5046	1	1	1	ARCO	1	6 / 15 / 95
C	10M GAL C/I CARS	5047	2	2	2	ARCO	2	9 / 15 / 95
C	10M GAL C/I CARS	5050	3	3	3	ARCO	2	9 / 15 / 95
C	10M GAL C/I CARS	5045	4	4	4	ARCO	2	9 / 15 / 95
D	20M GAL C/I CARS	6056	5	5	5	ARCO	2	9 / 15 / 95
D	20M GAL C/I CARS	6039	6	6	6	ARCO	2	9 / 15 / 95
D	20M GAL C/I CARS	6009	7	7	7	ARCO	2	9 / 15 / 95
D	20M GAL C/I CARS	6057	8	8	8	ARCO	2	9 / 15 / 95
D	20M GAL C/I CARS	6085	9	9	9	ARCO	2	9 / 15 / 95
D	20M GAL C/I CARS	6081	10	10	10	ARCO	2	9 / 15 / 95
D	20M GAL C/I CARS	6077	11	11	11	ARCO	2	9 / 15 / 95
D	20M GAL C/I CARS	6061	12	12	12	ARCO	2	9 / 15 / 95
D	20M GAL C/I CARS	6095	13	13	13	ARCO	2	9 / 15 / 95
D	20M GAL C/I CARS	6001	14	14	14	ARCO	2	9 / 15 / 95
D	20M GAL C/I CARS	6031	15	15	15	ARCO	2	9 / 15 / 95
D	20M GAL C/I CARS	6021	16	16	16	ARCO	2	9 / 15 / 95
D	20M GAL C/I CARS	6000	17	17	17	ARCO	2	9 / 15 / 95
D	20M GAL C/I CARS	6042	18	18	18	ARCO	2	9 / 15 / 95
D	20M GAL C/I CARS	6037	19	19	19	ARCO	2	9 / 15 / 95
D	20M GAL C/I CARS	6098	20	20	20	ARCO	2	9 / 15 / 95
D	20M GAL C/I CARS	6027	21	21	21	ARCO	2	9 / 15 / 95
D	20M GAL C/I CARS	6082	22	22	22	ARCO	2	9 / 15 / 95
D	20M GAL C/I CARS	6093	23	23	23	ARCO	2	9 / 15 / 95
D	20M GAL C/I CARS	6046	24	24	24	ARCO	2	9 / 15 / 95
D	20M GAL C/I CARS	6034	25	25	25	ARCO	2	9 / 15 / 95
D	20M GAL C/I CARS	6088	26	26	26	ARCO	2	9 / 15 / 95
D	20M GAL C/I CARS	6072	27	27	27	ARCO	2	9 / 15 / 95
D	20M GAL C/I CARS	6028	28	28	28	ARCO	2	9 / 15 / 95
D	20M GAL C/I CARS	6079	29	29	29	ARCO	2	9 / 15 / 95
D	20M GAL C/I CARS	6016	30	30	30	ARCO	2	9 / 15 / 95
D	20M GAL C/I CARS	6012	31	31	31	ARCO	2	9 / 15 / 95
D	20M GAL C/I CARS	6022	32	32	32	ARCO	2	9 / 15 / 95
D	20M GAL C/I CARS	6030	33	33	33	ARCO	2	9 / 15 / 95
D	20M GAL C/I CARS	6030	34	34	34	ARCO	2	9 / 15 / 95
D	20M GAL C/I CARS	6089	35	35	35	ARCO	2	9 / 15 / 95
D	20M GAL C/I CARS	6040	36	36	36	ARCO	2	9 / 15 / 95
E	20M GAL C/I AL CARS	9022	37	37	37	ARCO	2	9 / 15 / 95
E	20M GAL C/I AL CARS	9014	38	38	38	ARCO	2	9 / 15 / 95
E	20M GAL C/I AL CARS	9024	39	39	39	ARCO	2	9 / 15 / 95
E	20M GAL C/I AL CARS	9007	40	40	40	ARCO	2	9 / 15 / 95
E	20M GAL C/I AL CARS	9020	41	41	41	ARCO	2	9 / 15 / 95
E	20M GAL C/I AL CARS	9013	42	42	42	ARCO	2	9 / 15 / 95
E	20M GAL C/I AL CARS	9006	43	43	43	ARCO	2	9 / 15 / 95
E	20M GAL C/I AL CARS	9021	44	44	44	ARCO	2	9 / 15 / 95
E	20M GAL C/I AL CARS	9017	45	45	45	ARCO	2	9 / 15 / 95
E	20M GAL C/I AL CARS	9004	46	46	46	ARCO	2	9 / 15 / 95
E	20M GAL C/I AL CARS	9012	47	47	47	ARCO	2	9 / 15 / 95
E	20M GAL C/I AL CARS	9011	48	48	48	ARCO	2	9 / 15 / 95
E	20M GAL C/I AL CARS	9016	49	49	49	ARCO	2	9 / 15 / 95
E	20M GAL C/I AL CARS	9019	50	50	50	ARCO	2	9 / 15 / 95
E	20M GAL C/I AL CARS	9003	51	51	51	ARCO	2	9 / 15 / 95

STATE OF California
COUNTY OF San Francisco SS:

On this 22 day of July, 1994 before me personally appeared Bruce E. Blossat, to me personally known, who being by me duly sworn, says that he/she is the Vice President of United States Leasing International, Inc., as Agent for Trust Company for USL, Inc., that the foregoing instrument was signed on behalf of Trust Company for USL, Inc. by authority of its Board of Directors, through its Agent, United States Leasing International, Inc., and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of Trust Company for USL, Inc.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Kelly Eder
Notary Public

[SEAL]

My Commission expires:



STATE OF CONN)

COUNTY OF FAIRFIELD)

SS:

On this 38 day of JULY, 1994 before me personally appeared
F. CLANTZBERG, known to me personally, who being by me duly sworn, says
that he/she is the PURCHASING AGENT of Union Carbide Corporation, that the
foregoing instrument was signed on behalf of Union Carbide Corporation by Authority of its
Board of Directors, and he/she acknowledged that the execution of the foregoing instrument
was the free act and deed of Union Carbide Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Notary Public

THOMAS M. MAKOWSKI
NOTARY PUBLIC OF CONNECTICUT
My Commission Expires Nov. 30, 1997

[SEAL]

My Commission expires: